

**BOARD REGULATIONS of the HUMANIST INSTITUTE FOR DEVELOPMENT COOPERATION FOUNDATION (HIVOS)**

**1. GENERAL**

- 1.1. The purpose of these Board Regulations is to regulate the duties and powers of the Executive Board and the procedure to be followed in the event of a dispute between Executive Board members.
- 1.2. The Board Regulations are based on the provisions in Hivos's Articles of Association relating to the Executive Board (Articles 5 and 15).
- 1.3. In the event that these Board Regulations are considered to be in conflict with Hivos' Articles of Association or the job descriptions of an Executive Board member, the Articles and the job description prevail.
- 1.4. These Board regulations are adopted by the Executive Board and approved by the Supervisory Council.
- 1.5. The Supervisory Council may propose to the Executive Board that these Board Regulations be amended. The Executive Board will decide on any amendments to these regulations in consultation with the Supervisory Council. If the Executive Board's decision differs from the advice of the Supervisory Council, final decision will be made by the Executive Board, substantiated by written justification.
- 1.6. The Board Regulations are included as an attachment to the employment contract with individual Executive Board members.

**2. DUTIES AND RESPONSIBILITIES**

- 2.1. The Executive Board is charged with the management of the foundation and has overall responsibility for day-to-day management and the implementation of its programmes and activities within the policy framework set for the Budget, the Annual Plan and the Business Plan (Article 5, paragraph 9 of the Articles of Association).
- 2.2. The Executive Board requires the Supervisory Council's approval for those decisions requiring approval as set out in the Articles of Association and for decisions which the Supervisory Council has determined (Article 5, paragraph 10) that approval is required.
- 2.2. The number of Executive Board members is determined by the Supervisory Council. The Executive Board consists of at least two natural persons.
- 2.3. The members of the Executive Board are appointed, suspended and dismissed by the Supervisory Council (Article 4 paragraphs 2 and 7).
- 2.4. The Executive Board currently consists of:
  - The chairperson of the Executive Board with the title of Executive Director;
  - A member of the Executive Board with the title of Director of Operations.
- 2.5. In assigning the management duties the Executive Board in principle follows the structure and composition of the work organisation.

The Executive Director has final responsibility; he or she focuses mainly on the external relations network, Hivos' substantive vision and strategy, the choice and prioritisation of projects and communicating the vision and fundraising activities in a way that reflects Hivos' values. The Executive Director acts as Director according to the Works Councils Act. There is a description of the job of chairperson of the Executive Board which has been approved by the SC on 28 June 2016.

The Director of Operations has operational responsibility – at a strategic level - for the overall financial and operational management of Hivos. In this role, the focus is on empowering people, processes and systems in the broad field of business operations. There is a description of the job of Director of Operations which is approved by the SC on 28 June 2016.

Both Executive Board members are responsible for implementing the personnel and financial policies. The Executive Director has final responsibility on the strategic aspects but the Director of Operations is responsible for operational issues (at a strategic level). Both Executive Board members maintain external contacts for those subjects for which they are responsible.

- 2.6. Based on this portfolio allocation the Executive Board determines which decisions require decision-making by the Executive Board, which in any case include all decisions requiring the approval of the Supervisory Council and/or which must be submitted to the Works Council for approval.
- 2.7. In case of absence the other Executive Board member will act on behalf of the absent member. In case of prolonged absence of one or more Executive Board members the Supervisory Council will, at the proposal of and in consultation with the Executive Board, provide for a temporary replacement or an additional Executive Board member.
- 2.8. In performing its tasks, the Executive Board advised by the Management Team (MT). The MT meets every two weeks and consists of the regional directors, programme directors and managers of the support departments. In the event of a fundamental difference of opinion between the MT and the Executive Board, the Executive Board is required to report to the Supervisory Council.

### **3. DECISION-MAKING**

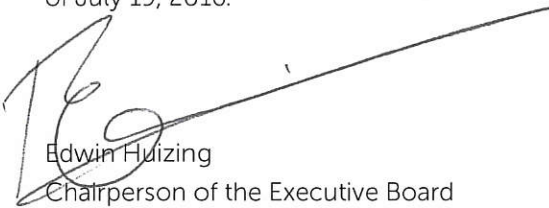
- 3.1 The Executive Board meets at least once every month. Decisions made at the meetings are recorded in writing.
- 3.2 Executive Board decisions are, in principle, adopted at an Executive Board meeting. Where possible the members of the Executive Board will commit to unanimous decision-making.
- 3.3 The Executive Board does not make decisions in areas for which a particular Executive Board member has specific responsibility if that member is absent.
- 3.4 If unanimity cannot be reached, the decision is suspended.
- 3.5 The topic is then placed on the agenda for the next Executive Board meeting.
- 3.6 If votes are still tied after the meeting, the chairperson's vote is decisive.
- 3.7. Any Executive Board decision taken in this way (3.6) will be communicated to the chairperson and vice-chairperson of the Supervisory Council, accompanied by the opinions of the individual Executive Board members which should be well reflected in the minutes of the Executive Board meetings.

### **4. TRANSPARENCY AND ACCOUNTABILITY**

- 4.1. The Executive Board provides the Supervisory Council – on request or otherwise and in a timely manner – with all information necessary for the proper performance of duties by the Supervisory Council.

- 4.2. The Executive Board periodically discusses the state of affairs with the Supervisory Council. At least once a year and before budget preparations commence, the Executive Board consults with the Supervisory Council on the policies to be pursued by the foundation.
- 4.2 The Executive Board ensures that employees can report any (alleged) irregularities of a general, operational and financial nature without endangering their legal position. Necessary rules and procedures in this regard are detailed in the organisation's Integrity Policy.

Thus adopted in the Executive Board meeting of July 19, 2016.



Edwin Huizing

Chairperson of the Executive Board

Thus approved in the Supervisory Council meeting of 28 June 2016.



Jan Ernst de Groot

Chairperson of the Supervisory Council

